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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                             |   |                         |
|-----------------------------|---|-------------------------|
| -----                       | X |                         |
|                             | : |                         |
|                             | : |                         |
| In re                       | : | Chapter 11              |
|                             | : |                         |
| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
|                             | : |                         |
| Debtors.                    | : | (Jointly Administered)  |
|                             | : |                         |
| -----                       | X |                         |

JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 2111  
(SUMITOMO WIRING SYSTEMS (USA), INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Sumitomo Wiring Systems (USA), Inc. ("Sumitomo") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 2111 (Sumitomo Wiring Systems (USA), Inc.) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on February 24, 2006, Sumitomo filed proof of claim number 2111 (the "Claim") against DAS LLC, asserting an unsecured non-priority claim in the amounts of \$92,057.65, stemming from goods sold or services provided.

WHEREAS, on March 16, 2007, the Debtors objected to the Claim pursuant to the Debtors' Eleventh Omnibus Objection to Claim(s) (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 7301) (the "Eleventh Omnibus Claims Objection").

WHEREAS, on April 4, 2007, Sumitomo filed the Sumitomo Wiring Systems (USA), Inc.'s Response to Debtors' Eleventh Omnibus Objection to Claim(s) (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Claim 2111) (Docket No. 7655) (the "Response").

WHEREAS, on July 17, 2008, to resolve the Eleventh Omnibus Claims Objection with respect to the Claim, DAS LLC and Sumitomo entered into this Joint Stipulation.

WHEREAS, pursuant to this Joint Stipulation, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$58,634.22.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Sumitomo stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$58,634.22 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Allowance of the Claim is in full satisfaction of the Claim and Sumitomo, on its own behalf and on behalf of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of its former, current, and future officers, directors, owners, employees, and other agents (the "Sumitomo Releasing Parties"), hereby waives any and all rights to assert, against any and all of the Debtors, that the Claim is anything but a prepetition general unsecured non-priority claim against DAS LLC. The Sumitomo Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim or which the Sumitomo Releasing Parties have, ever had, or hereafter shall have against the Debtors based

upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Petition Date.

3. Sumitomo shall withdraw its Response to the Eleventh Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 7th day of August, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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